University at Buffalo Student Association Inc. Board of Directors

Report of the Rules, Administration, and Government Oversight Committee pursuant to B1920-C1

December 2019

Committee Members: ()

RULES, ADMINISTRATION, AND GOVERNMENT OVERSIGHT COMMITTEE
BOARD OF DIRECTORS
December 6, 2019
EXECUTIVE SUMMARY

On November 20, 2019, the University at Buffalo Student Association Inc. Board of Directors (hereafter “Board”) Rules, Administration, and Government Oversight Committee (hereafter “Rules Committee” or “RAGO Committee”) was informed of alleged misconduct in the selection of DJs and opening acts for the Fall Fest Concert Series. Subsequently, on November 22, 2019, the Board passed resolution B1920-C1 directing the RAGO Committee to open a full inquiry into the validity of the allegations. As part of the investigation, the RAGO Committee interviewed various members of the University at Buffalo Student Association Inc. (hereafter “Student Association” or “SA”) Executive Board and Staff to gather background information. The RAGO Committee (and Board) and its members felt it to be a top priority to investigate these matters both for the upholding of the Student Association By-Laws and policies and the protection of the Mandatory Student Activity Fee monies paid by University at Buffalo undergraduate students.

The focus of the investigation pertained to potential conflicts of interest between Student Association President Yousouf Amolegbe and his private entertainment company, RageBoyz Entertainment, of which he acts as a ‘CEO’. It was made known to the RAGO Committee that Michael Dare (d.b.a. DJ Mike West; d.b.a. PVO SOUNDS) and Brice Beathley (d.b.a DJ Wire) were contractually obligated to perform at the Student Association Fall Fest Concert series (Afro-Caribbean Fest and Trap Fest, respectively). The conflict in question for Michael Dare arose as he is additionally a ‘CEO’ of RageBoyz Entertainment, as well as the close friend and roommate of President Amolegbe. Additionally, President Amolegbe serves as part of the “management” of Michael Dare. Brice Beathley is frequently contracted by RageBoyz Entertainment to perform at the organization’s events. A third conflict was made aware to the RAGO Committee in regards to the potential appearance of Fivio
Foreign as an opening act at ‘Trap Fest’. An agreement had been made by RageBoyz Entertainment CEO Yousouf Amolegbe to bring Fivio Foreign to an event that was being held by the organization after ‘Trap Fest’. The RAGO Committee learned that to bring Fivio Foreign to perform for SA on a financially-feasible basis, Yousouf Amolegbe paid a deposit to Fivio Foreign on behalf of RageBoyz Entertainment.

The Student Association adopted a Conflict of Interest policy in 2019, which acts to protect the interests of the Student Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or key employee of the Student Association or might result in a possible excess benefit transaction. The Conflict of Interest policy, which was presented to and signed in acknowledgement by all sitting Board members (including President Amolegbe [Appendix A]), describes the procedures for reporting and addressing potential conflicts of interest. President Amolegbe did not report any potential conflicts of interest to the Board until November 22, 2019, fourteen days after the final Fall Fest concert.
SECTION 1 – TIMELINE OF EVENTS

2019 Spring Fest

During the 2018-19 academic year, Yousouf Amolegbe served as Event Manager for the Student Association. In this role, he was a part of a team responsible for overseeing the success of the 2019 Spring Fest concert. Mr. Amolegbe was given the task to hire a DJ for the event (which occurred on May 4, 2019) - he had reached out to local radio station WBLK for suggestions and was connected to their in-house DJ, Brice Beathley (d.b.a. DJ Wire). Mr. Beathley was contracted to play for Spring Fest [Appendix B]. During the show, it was reported that Michael Dare (d.b.a. DJ Mike West) was spotted behind the scenes at the show, and was later seen on stage performing with Mr. Beathley [Appendix C]. As previously noted, Mr. Dare is Mr. Amolegbe’s close friend and roommate. After the Spring Fest show concluded, RageBoyz Entertainment held an event at a local night club called ‘Battle of the SUNYs’ with students from University of Albany. Both Mr. Beathley and Mr. Dare were scheduled to perform at this RageBoyz Entertainment event [Appendix D]. This event never occurred due to a conflict with the venue [Appendix E]. It is unknown if ticketholders were refunded for the cancelled event. Former SA President was reportedly unaware of the relationship between Mr. Amolegbe and the two performers. President-Elect Amolegbe subsequently attended a meeting with SA Counsel Josh Korman, President Haberl, Vice-President-Elect Georgia Hulbert, and Treasurer-Elect Kendra Harris at which the incoming officers were educated on conflicts of interest and the potential conflict that RageBoyz Entertainment created with the Student Association [Appendix L].
August 2019

President Amolegbe opens negotiations for Fall Fest Concert Series based off of results of the Student Association artist survey. Fivio Foreign is not mentioned in any internal communications turned over to the RAGO Committee at this point in time.

‘Afro-Caribbean Fest’

Afro-Caribbean Fest occurred on September 14, 2019. Mr. Dare was hired by the Student Association as a DJ for the show. The RAGO Committee found that President Amolegbe did not approve the purchase order for this transfer [Appendix F]; however, the Board was not notified by President Amolegbe of any potential conflict of interest - in accordance with the Conflict of Interest policy adopted - at that time. It is the RAGO Committee’s understanding that Student Association Treasurer Kendra Harris was significantly involved in the organization of this event.

‘Trap Fest’

Trap Fest occurred on November 8, 2019. Near the end of October (approximately October 29), President Amolegbe reached out to a colleague at the University of Albany to attempt to book the artist Fivio Foreign. According to testimony, President Amolegbe understood that the University of Albany paid the artist a fee of approximately $5,000 to perform, and was hopeful that Fivio Foreign could be brought to the Student Association at a similar price. Fivio Foreign was not present on the SA Fall Fest Artist Survey that was submitted by the undergraduate student body. Fivio Foreign’s agency requested $15,000 for a performance at Trap
Fest, which, according to President Amolegbe, exceeded the remaining budget for the Fall Fest Concert Series. In his testimony, Mr. Amolegbe acknowledged that in his role as CEO of RageBoyz Entertainment, Fivio Foreign was offered about $5,000 to perform one song at the RageBoyz event ‘BlackOutBuffalo’ after the Trap Fest Concert [Appendix G]; and, as part of this agreement, Fivio Foreign would lower his fee to the Student Association to $9,500. To fund this additional performance, money was transferred from the Student Services line. The Board was not notified of any potential conflict of interest regarding this additional transaction. On November 5, 2019, a purchase order was submitted to obtain 5 round trip plane tickets amounting to $3,000 for Fivio Foreign and four other individuals contractually agreed upon by the Student Association and Fivio Foreign’s agency (A Little Booking Agency).

On November 5, 2019, a picture of the RageBoyz Entertainment flyer advertising the performance of Fivio Foreign was posted in the SA Entertainment Department text group chat [Appendix H]. President Amolegbe acknowledged this text, responding “Let’s not say anything about fall fest tho. That need to stay a surprise.” President Amolegbe stated during his interview that he had not seen this as a conflict of interest, and saw no need to disclose this to the Board of Directors at that time. A day later, President Amolegbe was approached by a member of the SA Professional Staff, advising him of the Conflict of Interest associated with bringing Fivio Foreign to both the Student Association and RageBoyz Entertainment. President Amolegbe acknowledged this conflict in an email [Appendix I], writing:

I apologize for the turn events thus far and I hope you all understand that none of this transpired from a bad faith intent. After discussing with the rest of the eboard we have decided we will still move forward with Fivio Foreign and RAGE Boyz will be cancelling their agreement with him for their event on friday night.

The RAGO Committee was unable to determine whether RageBoyz Entertainment cancelling their agreement would have had a detrimental impact on the cost of Fivio
Foreign appearing at Trap Fest. President Amolegb testified during his interview that he had not had SA Pro Staff review the RAGE BOYZ contract with Fivio Foreign, and as such did not have SA’s legal counsel verify that there would not be legal consequences as a result of the simultaneous contracts. Shortly after, President Amolegebe was again approached by a member of the SA Professional Staff, who informed him that the University at Buffalo Office of the Vice President for Student Life (hereafter “Student Life”) had been made aware of the situation. Student Life is ultimately responsible for approving all expenditures for the Student Association to ensure that all University at Buffalo and SUNY regulations are fulfilled. Student Life expressed their concern with the contract, and would not approve any contract with Fivio Foreign that was signed by President Amolegebe, due to the conflict of interest. As per the Student Association By-Laws and financial policies, Vice-President Hulbert would have been responsible in signing the contract to approve Fivio Foreign’s appearance. The agreement between Fivio Foreign and the Student Association was not executed. The RAGO Committee was able to determine that this transaction would have went through, were it not brought to the attention of various parties, and that if these parties were not informed then both Fivio Foreign’s Trap Fest and Rage Boyz event would have likely taken place as planned.

While Fivio Foreign did not perform for the Student Association, Mr. Beathley (DJ Wire) was contracted to perform in between artists [Appendix J]. President Amolegebe approved this purchase order. Mr. Beathley subsequently appeared at the RageBoyz event ‘BlackOutBuffalo’ that same night.
Winter Gala

In the process of conducting this investigation, the RAGO Committee learned that Mr. Dare has been scheduled to play as a DJ at the Student Association Winter Gala on December 7, 2019. RageBoyz Entertainment has an event scheduled for the same night that Mr. Dare will be playing at. President Amolegbe testified that he has not tried to schedule RageBoyz Entertainment events on the same day as Student Association events (that he is primarily involved in planning); however, this is now the third overlapping incident since Spring ‘19. President Amolegbe did not make any attempt to reschedule this event, arguing that this event falls on the anniversary of RageBoyz Entertainment’s foundation.
SECTION II – CONCLUSION

The RAGO Committee found President Amolegbe to be negligent in following the Conflict of Interest policy adopted by the Board in several cases, specifically:

1) the appearance of Michael Dare (d.b.a. DJ Mike West) during Spring Fest ‘19.
2) admittedly failed to familiarize himself with the Conflict of Interest policy adopted by the Board.
3) failed to disclose RageBoyz Entertainment as a potential Conflict of Interest on the Annual Written Conflict of Interest Policy.
4) failure to disclose that Michael Dare (d.b.a. DJ Mike West) was a business partner and roommate of President Amolegbe (as required by New York Nonprofit Law).
5) reaching out directly to UAlbany’s booking agent whom President Amolegbe had admittedly done business with through Rage Boyz in attempt to pursue future business partnerships in his role as SA President.
6) failure to disclose DJ Wire’s affiliation with Rage Boyz to the Board of Directors previous to booking DJ Wire for Fall Fest.
7) pursuing Fivio Foreign as an opener for trap fest even though Fivio Foreign was not listed on the Student Entertainment Survey
8) facilitating a joint deal between SA and Rage Boyz where Fivio Foreign would perform at a Rage Boyz event the same night as SA Trap Fest, as well as failing to disclose this joint deal with the Board of Directors and Professional Staff.
9) booking Michael Dare (d.b.a DJ Mike West) for Gala, even after being made aware of the Conflict of Interest (as required by New York Nonprofit Law).
Upon conclusion of the investigation, the RAGO Committee did not want to unduly influence the Board, and as such recommends at minimum the following:

1) the Board (as recommended by SA Counsel) enact a policy restricting President Amolegbe from approving any purchase orders or contracts on behalf of any Student Association club or organization with Michael Dare (d.b.a. DJ Mike West; d.b.a PVO SOUNDS).

2) President Amolegbe refrain from associating any future Student Association business with RageBoyz Entertainment, including social media.

3) the Executive Board attend a mediation session with Thomas Vane of Student Life, or his designee, to ensure a positive professional relationship to continue providing top-tier services to undergraduate students on behalf of the Student Association.

4) President Amolegbe and Treasurer Harris meet with and show proof of attendance with SA Counsel to review the Conflict of Interest to ensure all future transactions meet Student Association policies.

5) Further actions to be deliberated on by the Board of Directors in its entirety.
Appendix A-

University at Buffalo Student Association Inc. Annual Statement

To: The Secretary of University at Buffalo Student Association Inc.

The undersigned, being a candidate for Director of University at Buffalo Student Association Inc. ("SA"), hereby affirms the following:

To the best of my knowledge, any entity of which I am an officer, director, trustee, member, owner (either a sole proprietor or a partner), or employee and with which SA has a relationship, and any transaction in which SA is a participant and in which I might have a conflicting interest are listed below:

N/A

I affirm that:

a. I have received a copy of SA’s Conflict of Interest Policy;

b. I have read and understand the policy;

c. I agree to comply with the policy; and

d. I understand that SA is charitable and in order to maintain a federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Director Sign: YOUSUF AMOLEGRE
Print Name: YOUSUF AMOLEGRE
Date: 10/8/19
Appendix B-

![Image of a digital interface displaying a requisition form for a spring fest event, including fields for event name, title, description, vendor, amount, and status.]
Appendix C-

6:11

Posts

603 likes

djmikewestnyc Last weekend I was blessed with the opportunity to DJ opening sets for @youngma @lilbaby_1 and @artishbtl alongside the BIG BRO @djwire1. Started this DJ thing about 2 years ago and never expected to get this far but I know God is taking me to greater heights from here. I jus wanna thank every last one of you for your nonstop love and support because it means a lot. Before I start crying now what do we say to them? 😊

CatchYouLaterPEACE 👏 Seeyahhh 👏 mikewestszn #explorepage
Appendix D –

TRIPLE O ENTERTAINMENT RAGE BOYZ

ALBANY MEETS BUFFALO
MAY 3RD - MAY 5TH

FRIDAY MAY 3RD
SPEAKING IN TONGUES
CREPYOURFLAGEDITION 9PM-3AM
PVO SOUNDS | OUT OF ORDER RECORDS | DJ MYTE | MOREFIYAH INTL

SATURDAY MAY 4TH
BATTLE OF THE SUNY'S
ALBANY MEETS BUFFALO EDITION 10PM-3AM
PVO SOUNDS | OUT OF ORDER RECORDS | DJ WIRE | DJ STATIC

SUNDAY MAY 5TH
LIQS AND CALM FITS
ULTIMATE DAY PARTY 2PM-8PM
DJ KALLI | SUPREME DEEM | DJ HIGHCLASS | DJ FYAHSKULL | DJ SCARFACE

TICKETS AVAILABLE AT Eventbrite ALBANYMEETSBUFFALO2019.EVENTBRITE.COM
Appendix E –


Appendix F–

SA Student Association

Vendor Address:  

Step To:  

Reference | Vendor | PO Date  | Vendor Number | Terms | Ship Via | Event Date
|-----------|--------|----------|---------------|-------|----------|------------

Vendor Item Number | Description | Qty. Ordered | Unit Cost | Extended Price

SA Fall Fest Concert Series - September show
DJ MikeWest for September 14th show.

1.00 | 300.000000 | 300.00

Comments:
The SA Fall Fest Concert Series - September show
DJ MikeWest for September 14th show.

Auditor Name:  

Approver Name:  

Total purchase order: 0.00

RECEIVING REPORT: (Check all boxes 1, 2 or 3, whichever is applicable, sign and date below to certify receipt of goods, services or reimbursement)

1. PURCHASE OF GOODS: I certify that this order was received. 
2. PURCHASE OF SERVICES: I certify that services have been rendered. 
3. GRANT/GRANT-ENDS: I certify that I am receiving a reimbursement for purchase made related to my participation in my organization’s activities. 

RECEIVED BY:  

RECEIVED ON:  

Date:  

Page: 1

Purchase Order Number: SA-P000207

Regulation Number: SA-R017000177
Appendix G –

Blackout Buffalo
All Black Affair

with Fivio Foreign

Nov. 08 | 10PM-3AM | @TBA

Tickets available at BlackoutBuff.Eventbrite.com

Celebration of Black Life & Culture
Appendix H –

![Conversation screenshot](image-url)
Forwarded message:

From: Yousof Amoalgha <yousof@buffalo.edu>
Date: Thu, Nov 7, 2019 at 18:16 AM
Subject: Fall Fest Series Show 3
To: Spelt, Mark <mark@buffalo.edu>, Rosenthal, Marc <marc@buffalo.edu>
Cc: Kendra Harris <kendra.harris@buffalo.edu>, Georgia Hubert <georgia@buffalo.edu>, Johnson, Amanda <amanda@buffalo.edu>, Stephen Hagembich <steph@buffalo.edu>

Good morning Mark and Marc,

**Gmail suggested that intro and I found it really funny hahah**

I apologize for the turn events thus far and I hope you all understand that none of this transpired from a bad faith intent.

After discussing with the rest of the board we have decided we will still move forward with Falco Foreign and RAGE Boys will be cancelling their agreement with him for their event on Friday night.

Please let’s get back on track with getting everything ready for his arrival on Friday. I’ll be in the office hopefully before 11 if my professor gets to my group on time so we’ll discuss more.

Best regards,

Yousof O. Amoalgha
B.S. Mechanical & Aerospace Engineering
University at Buffalo, 2020

President
University at Buffalo Student Association
350 Student Union
Buffalo, NY 14260
Phone: (716) 645-8645
Appendix J –

<table>
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<tr>
<th>Vendor Item Number</th>
<th>Description</th>
<th>Qty. Ordered</th>
<th>Unit Cost</th>
<th>Extended Price</th>
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<tr>
<td>SA PFC - Nov Show - DJ 002-704-4312 Talent November Fall Fest Concert - DJ Wire</td>
<td>1.00</td>
<td>300.00/0000</td>
<td>300.00</td>
<td></td>
</tr>
</tbody>
</table>

Comments:
November Fall Fest Concert - DJ Wire

Approver Name:
Jodi Raitt
Kendra Harris
Youssouf Aniagbe

Total purchase order 300.00

RECEIVING REPORT: (Check off either line 1, 2 or 3, whichever is applicable; sign and date below to certify receipt of goods, services or reimbursement)

[ ] PURCHASE OF GOODS: I certify that this order was received on
[ ] PURCHASE OF SERVICES: I certify that services have been rendered on
[ ] FUNDRAISING: I certify that the amount raised related to any participation in any organization's activities (receiving report not required for prepayments, maintenance agreements, insurance premiums, magazine subscriptions, etc.). grants or co-sponsorships to outside parties

RECEIVED BY

RECEIVED ON 12/6/19
Appendix K –

![Event Poster]

**BLACKOUT BUFFALO**

**All Black Affair**

**November 8, 10 PM - 3 AM**

Dress to Impress

Surprise Celebrity Artist Performance

Music by: PVO Sounds | DJ Geezy | DJ Wire

Tickets Available at BLACKOUTBUFF.EVENTBRITE.COM

Celebration of Black Life & Culture
Appendix L-

Upon several meetings with Josh Korman, SA’s attorney, and the former SA President: the 2019-2020 incoming executive board were made fully aware of the potential risks that RageBoyz posed to the Undergraduate Student Association at the University at Buffalo, SUNY.

We learned that hiring DJ Mike West, in any capacity, could be seen as a conflict of interest, as well as any involvement between SA Entertainment and his company. It was then, that people in SA requested President Yousouf to step down as CEO and remove himself from any involvement with Rage Boyz Entertainment. At the time, he agreed to.

Over the summer of 2019; however, President Yousouf admitted to still having ties to the company via planning, implementation, and profit. In fact, he worked to expand the company to Albany and New York City and travelled regularly for out-of-town RageBoyz commitments. Further, he regularly promoted the brand on various social media platforms, in which he also presented himself as the University at Buffalo Undergraduate President.
University at Buffalo Student Association Inc. Conflict of Interest Policy

University at Buffalo Student Association Inc.
Conflict of Interest Policy

Article I
Purpose

The purpose of the Conflict of Interest Policy is to protect the interest of University at Buffalo Student Association Inc. (the “Student Association”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or key employee of the Student Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

The following terms shall have the following meanings:

1. An “affiliate” of a corporation means any entity controlled by, or in control of, such corporation.

2. “Key employee” means any person who is in a position to exercise substantial influence over the affairs of the corporation, as referenced in 26 U.S.C. 4958(d)(1)(A) and further specified in 26 CFR 53.4958-3(c), (d) and (e), or succeeding provisions to the extent such provisions are applicable.

3. “Relative” of an individual means (i) his or her spouse, or domestic partner as defined in Section Twenty-Nine Hundred Ninety-Four-A of the NY Public Health Law, (ii) his or her ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.

4. “Related party” means (i) any director, officer or key employee of the corporation or any affiliate of the corporation, or any other person who exercises the powers of directors, officers or key employees over the affairs of the corporation or any affiliate of the corporation; (ii) any relative of any individual described in clause (i) of this subdivision; or (iii) any entity in which any individual described in clauses (i) and (g) of this subdivision has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

5. “Related party transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant.

6. “Conflict of interest” means any related party transaction.
7. The "governing board or committee" means the Audit Committee, or if there is no Audit Committee, then the Board of Directors.

Article III
Procedures

1. Duty to Disclose. Any director, officer or key employee who has an interest in a related party transaction shall disclose in good faith to the governing board or committee, the material facts concerning such interest. Such disclosure shall be in writing and delivered to the chair of the governing board or committee via personal delivery, electronic mail (to such person’s University at Buffalo email address ending in buffalo.edu), or certified US mail to such person at University at Buffalo Student Association Inc., 350 Student Union, Buffalo, NY 14260.

2. Procedures for Addressing the Conflict of Interest
   a. A person with a conflict of interest shall not be present at or participate in any governing board or committee deliberation or vote on the matter giving rise to such conflict; provided that nothing in this section shall prohibit the board or a committee from requesting that the person with the conflict of interest present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto. Any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict is prohibited.
   
   b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
   
   c. After exercising due diligence, the governing board or committee shall determine whether the Student Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
   
   d. The Student Association shall not enter into any related party transaction unless the transaction is determined by the Board of Directors to be fair, reasonable and in the Student Association’s best interest at the time of such determination. With respect to any related party transaction, the governing board or committee shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and (iii) contemporaneously document in writing the basis for the board or authorized committee’s approval, including its consideration of any alternative transactions.

3. Violations of the Conflict of Interest Policy
a. If the governing board or committee has reasonable cause to believe an officer, director, committee member or key employee has failed to disclose any actual or possible conflict of interest, it shall inform that person of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.

b. If, after hearing such person’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the officer, director, committee member or key employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action in addition to any other remedies available to the Student Association under law.

c. Any transaction in violation of this Conflict of Interest Policy shall be voidable by the Board of Directors.

Article IV
Records of Proceedings

1. The existence and resolution of the conflict must be documented in the Student Association’s records, including in the minutes of any meeting at which the conflict was discussed or voted upon.

2. The minutes of the governing board and all committees with board delegated powers shall contain:

   a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

   b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

   c. The minutes shall be documented contemporaneously to the decision and discussion regarding the purported conflict of interest.

Article V
Compensation

1. No person who receives compensation from the Student Association may be present at or otherwise participate in any board or committee deliberation or vote concerning such person’s compensation; provided that nothing in this section shall prohibit the Board of Directors or authorized committee from requesting that a person who may benefit from
such compensation present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.

2. No employee of the Student Association shall serve as Chairperson of the Board of Directors or hold any other title with similar responsibilities.

Article VI
Annual Statements

1. Prior to the initial election of any director, and annually thereafter, such director shall complete, sign, and submit to the Secretary of the Student Association or a designated compliance officer a written statement identifying, to the best of the director’s knowledge, any entity of which such director is an officer, director, trustee, member, owner (either a sole proprietor or a partner), or employee and with which the Student Association has a relationship, and any transaction in which the Student Association is a participant and in which the director might have a conflicting interest. Each director must annually resubmit such written statement. The Secretary of the Student Association or the designated compliance officer shall provide a copy of all completed statements to the Chair of the Audit Committee or, if there is no Audit Committee, to the Chairperson of the Board of Directors.

2. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

   a. Has received a copy of the Conflict of Interest Policy,

   b. Has read and understands the policy,

   c. Has agreed to comply with the policy, and

   d. Understands the Student Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Student Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

   a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Student Association’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**

**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Student Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.